

New No

11234

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- B

RECORDATION NO. Filed 1425

DEC 26 1979 - 11 40 AM

LAW OFFICES

11234

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD

RECORDATION NO. Filed 1425

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS
CHARLES T. KAPPLER
ROBERT S. HOPE
JOHN H. DOYLE
MILTON C. GRACE
GEORGE JOHN KETO
RICHARD N. BAGENSTOS

INTERSTATE COMMERCE COMMISSION

2000 WORLD CENTER BUILDING

RECORDATION NO. Filed 1425

918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.

DEC 26 1979 - 11 40 AM

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20006

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
JESS LARSON
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440348 CDAA UI

* NOT A MEMBER OF INTERSTATE COMMERCE COMMISSION
** ALSO A MEMBER OF OHIO BAR

December 26, 1979

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 9-360A070

Date DEC 26 1979

Fee \$ 60.00

Dear Madam:

ICC Washington, D. C.

Enclosed for recordation under the provisions of 49 USC §11303 are 1) two fully executed copies of a Lease Agreement dated as of November 20, 1979 and 2) one fully executed copy and two xerox copies each of two Assignment of Railroad Lease Agreement dated as of November 20, 1979.

A general description of the railroad rolling stock covered by the enclosed documents is:

Twenty-five (25) 50'6" general purpose XM type boxcars bearing reporting mark and numbers GMRC 11050 through GMRC 11074, both inclusive (but in part as to the Assignments as indicated below)

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor: Brae Corporation, as Agent
Three Embarcadero Center
San Francisco, California 94111

Lessee: Green Mountain Railroad Corporation
Post Office Box 57
Chester Depot, Vermont 05144

Assignee (twenty boxcars, GMRC 11050- GMRC 11069): Arthur Rubloff
Suite 1440
69 West Washington Street
Chicago, Illinois 60602

Charles T. Kappler

Secretary
Interstate Commerce Commission
December 26, 1979
Page Two

Assignee (five box-
cars, GMRC 11070-
GMRC 11074):

Helen Boehm
25 Fairfacts Street
Trenton, New Jersey 08638

The undersigned is Agent for the Lessor/Assignor for the purpose of submitting the enclosed documents for recordation and has knowledge of the matters set forth therein.

Please return copies of the enclosed documents not needed for your records to Charles T. Kappler, Esq., Alvord and Alvord, 200 World Center Building, 918 Sixteenth Street, N.W., Washington, D.C. 20006 or to the bearer of this letter.

Enclosed is a check in the amount of \$60.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Very truly yours,

ALVORD AND ALVORD, as Agent
for Brae Corporation

By Charles T. Kappler
Charles T. Kappler

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INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF RAILROAD LEASE AGREEMENT dated as of November 20, 1979 ("Assignment") between Brae Corporation ("Assignor") and Arthur Rubloff ("Assignee").

R E C I T A L S

A. Assignor has entered into the lease agreement attached hereto as Exhibit A ("Lease") relating to, among others, railcars numbered GMRC 11050 - GMRC 11069 (both inclusive) ("Cars").

B. Assignor has entered into a purchase order agreement with Pullman Standard Division of Pullman Incorporated to purchase the Cars.

C. Assignor has assigned to Assignee its right to purchase the Cars.

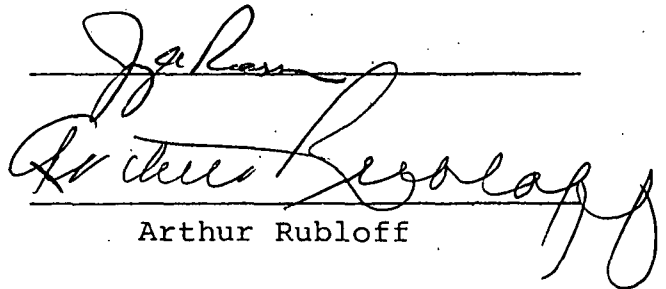
THEREFORE:

1. Pursuant to paragraph D of Section 12 of the Lease, Assignor hereby assigns, transfer and sets over unto Assignee all of its right, title and interest under the Lease as and only to the extent that the Lease relates to the Cars.

2. Pursuant to paragraphs D and E of Section 12 of the Lease, Assignee assumes all of Assignor's obligations under the Lease as and only to the extent that the Lease relates to the Cars.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized officers as of the date first above written.

BRAE CORPORATION



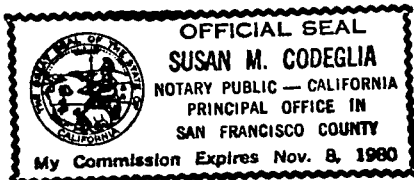
Arthur Rubloff

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On the 19th day of December, 1979, before me personally came Jerry A. Riessen, to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of BRAE Corporation, the corporation which executed the above instrument; that he/she signed his/her name to the above instrument by authority of the Board of Directors of said corporation; and that he/she acknowledged that the execution of the above instrument was the free act and deed of such corporation.

[seal]

Susan M. Codeglia
NOTARY PUBLIC



STATE OF Illinois)
COUNTY OF Cook) ss.:

On this 19th day of December, 1979 before
me, Ronald Hindin, a Notary Public, State of
Illinois, duly commissioned and sworn, personally
appeared Arthur Rubloff

known to me to be the person whose name is subscribed to the
within instrument and acknowledged to me that he executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the County of Cook
the day and year in this certificate first above written.

Ronald Hindin
Notary Public

(SEAL)

DEC 26 1979 - 11 40 AM

-A

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF RAILROAD LEASE AGREEMENT dated as of November 20, 1979 ("Assignment") between Brae Corporation ("Assignor") and Arthur Rubloff ("Assignee").

R E C I T A L S

A. Assignor has entered into the lease agreement attached hereto as Exhibit A ("Lease") relating to, among others, railcars numbered GMRC 11050-GMRC 11069 (both inclusive) ("Cars").

B. Assignor has entered into a purchase order agreement with Pullman Standard Division of Pullman Incorporated to purchase the Cars.

C. Assignor has assigned to Assignee its right to purchase the Cars.

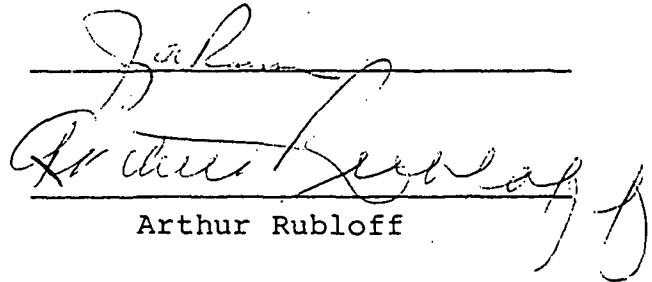
THEREFORE:

1. Pursuant to paragraph D of Section 12 of the Lease, Assignor hereby assigns, transfer and sets over unto Assignee all of its right, title and interest under the Lease as and only to the extent that the Lease relates to the Cars.

2. Pursuant to paragraphs D and E of Section 12 of the Lease, Assignee assumes all of Assignor's obligations under the Lease as and only to the extent that the Lease relates to the Cars.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized officers as of the date first above written.

BRAE CORPORATION

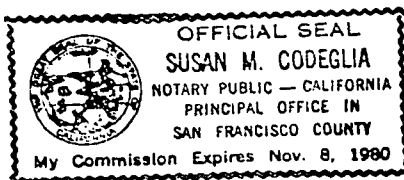

Arthur Rubloff

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On the 19th day of December, 1979, before me personally came James G. Robinson, to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of BRAE Corporation, the corporation which executed the above instrument; that he/she signed his/her name to the above instrument by authority of the Board of Directors of said corporation; and that he/she acknowledged that the execution of the above instrument was the free act and deed of such corporation.

[seal]

Susan M. Codeglia
NOTARY PUBLIC



STATE OF Illinois)
COUNTY OF Cook) SS.:

On this 19th day of December, 1979 before
me, Ronald Hindin, a Notary Public, State of
Illinois, duly commissioned and sworn, personally
appeared Arthur Rubloff

known to me to be the person whose name is subscribed to the
within instrument and acknowledged to me that he executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the County of Cook
the day and year in this certificate first above written.

Ronald Hindin
Notary Public

(SEAL)